Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
WORDEN BROTHERS, INC. 401(K) PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1993

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
WORDEN BROTHERS, INC.

4345 E. TRADEWINDS AVENUE
FORT LAUDERDALE, FL 33308

2b Employer Identification Number (EIN)
56-1706915

2c Sponsor's telephone number
910-202-8555

2d Business code (see instructions)
541511

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	09/23/2010	JON WORDEN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
WORDEN BROTHERS, INC.

4345 E. TRADEWINDS AVENUE
FORT LAUDERDALE, FL 33308

3b Administrator's EIN
56-1706915

3c Administrator's telephone number
910-202-8555

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	124
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	44
b	Retired or separated participants receiving benefits	**6b**	4
c	Other retired or separated participants entitled to future benefits	**6c**	72
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	120
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	120
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	116
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	6
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	X	Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)		**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)			**I** (Financial Information – Small Plan)
(3)	X	1	**A** (Insurance Information)
(4)			**C** (Service Provider Information)
(5)	X		**D** (DFE/Participating Plan Information)
(6)			**G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
WORDEN BROTHERS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500.
WORDEN BROTHERS, INC.

D Employer Identification Number (EIN)
56-1706915

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
JOHN HANCOCK LIFE INSURANCE COMPANY USA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
01-0233346	65838	64440	133	01/01/2009	12/31/2009

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
4857	1235

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
THE LEADERS GROUP
333 EAST LAS OLAS BOULEVARD
FORT LAUDERDALE, FL 33301

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
4857			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid
EJREYNOLDS, INC.
9050 PINES BLVD.
STE. 110
PEMBROKE PINES, FL 33024

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	1160	CONTRACT MANAGEMENT ASSISTANCE	0

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

EJREYNOLDS, INC.
9050 PINES BLVD.
STE. 110
PEMBROKE PINES, FL 33024

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	75	DISTRIBUTION PROCESSING FEE	5

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	0
5	Current value of plan's interest under this contract in separate accounts at year end	5	3441166

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			7b	3626
c	Additions: (1) Contributions deposited during the year	7c(1)			
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	47		
	(4) Transferred from separate account	7c(4)	97		
	(5) Other (specify below) ▶	7c(5)			
	(6) Total additions			7c(6)	144
d	Total of balance and additions (add **b** and **c(6)**)			7d	3770
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	3659		
	(2) Administration charge made by carrier	7e(2)	13		
	(3) Transferred to separate account	7e(3)	98		
	(4) Other (specify below) ▶	7e(4)			
	(5) Total deductions			7e(5)	3770
f	Balance at the end of the current year (subtract **e(5)** from **d**)			7f	0

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organization(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in **c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
WORDEN BROTHERS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WORDEN BROTHERS, INC.

D Employer Identification Number (EIN)
56-1706915

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: LC - RETIREMENT FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	0

a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2010

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	776

a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2020

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	4581

a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2025

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	1699

a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2030

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	558

a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2035

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	1081

a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2040

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
01-0233346-000	P	5530

a Name of MTIA, CCT, PSA, or 103-12 IE: LC 2045

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24983

a Name of MTIA, CCT, PSA, or 103-12 IE: LS - CONSERVATIVE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4364

a Name of MTIA, CCT, PSA, or 103-12 IE: LS - MODERATE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16114

a Name of MTIA, CCT, PSA, or 103-12 IE: LS - BALANCED FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 277144

a Name of MTIA, CCT, PSA, or 103-12 IE: LS - GROWTH FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 544480

a Name of MTIA, CCT, PSA, or 103-12 IE: LS - AGGRESSIVE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 856948

a Name of MTIA, CCT, PSA, or 103-12 IE: SHORT TERM GOVERNMENT FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 110303

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL RETURN FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7603

a Name of MTIA, CCT, PSA, or 103-12 IE: SPECTRUM I FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9183

a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20488

a Name of MTIA, CCT, PSA, or 103-12 IE: AF AM BALANCED FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	59177
a Name of MTIA, CCT, PSA, or 103-12 IE: NY VENTURE FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	26958
a Name of MTIA, CCT, PSA, or 103-12 IE: BEACON FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	30616
a Name of MTIA, CCT, PSA, or 103-12 IE: BALANCE SHEET FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	21854
a Name of MTIA, CCT, PSA, or 103-12 IE: DISCOVERY FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	32578
a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	10106
a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	0
a Name of MTIA, CCT, PSA, or 103-12 IE: VALUE & RESTRUCTURING FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	12118
a Name of MTIA, CCT, PSA, or 103-12 IE: JENNISON GROWTH FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	4500
a Name of MTIA, CCT, PSA, or 103-12 IE: WORLD FUND			
b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.			
c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	21579

a Name of MTIA, CCT, PSA, or 103-12 IE: STRUCTURE MID CAP FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8446

a Name of MTIA, CCT, PSA, or 103-12 IE: GLOBAL FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7477

a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPAC FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9196

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL OPPORTUNITIES FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: LM GROWTH FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: VISTA FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 44937

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INCOME FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34008

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPORTUNITY FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL GROWTH FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43

a Name of MTIA, CCT, PSA, or 103-12 IE: DEVELOPING MARKETS

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 128517

a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 64706

a Name of MTIA, CCT, PSA, or 103-12 IE: MONEY FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 726278

a Name of MTIA, CCT, PSA, or 103-12 IE: OPTIMIZED VALUE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: VS CAPITAL APPRECIATION FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1082

a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 256578

a Name of MTIA, CCT, PSA, or 103-12 IE: VS BLUE CHIP FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26146

a Name of MTIA, CCT, PSA, or 103-12 IE: OPTIMIZED ALL CAP FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 512

a Name of MTIA, CCT, PSA, or 103-12 IE: VS INTERNATIONAL VALUE FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3368

a Name of MTIA, CCT, PSA, or 103-12 IE: VS ALL GROWTH FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: VS MID CAP STOCK FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19522

a Name of MTIA, CCT, PSA, or 103-12 IE: VS INTERNATIONAL OPPORTUNITY FUND

b Name of sponsor of entity listed in (a): JOHN HANCOCK LIFE INSURANCE CO.

c EIN-PN 01-0233346-000	**d** Entity code P	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5013

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan
WORDEN BROTHERS, INC. 401(K) PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WORDEN BROTHERS, INC.

D Employer Identification Number (EIN)
56-1706915

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	20965	731
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	25000	25000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	58	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	409202	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	121797	111061
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2174760	3441166
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	2751782	3577958
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	19874	490
k	Total liabilities (add all amounts in lines 1g through1j)	1k	19874	490
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	2731908	3577468

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	88307	
	(B) Participants	2a(1)(B)	184929	
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		273236
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	46	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	7102	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7148
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		607346
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		-1167
d Total income. Add all **income** amounts in column (b) and enter total	2d		886563
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	14020	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		14020
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	26983	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		26983
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		41003
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		845560
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: MARCUM RACHLIN (2) EIN: 11-1986323

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		450000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

WORDEN BROTHERS, INC. 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2009

WORDEN BROTHERS, INC. 401(k) PROFIT SHARING PLAN

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MARCUM
RACHLIN
ACCOUNTANTS ▲ ADVISORS

INDEPENDENT AUDITORS' REPORT

To the Trustees
Worden Brothers, Inc. 401(k) Profit Sharing Plan

We were engaged to audit the financial statements of Worden Brothers, Inc. 401(k) Profit Sharing Plan (the Plan) as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and the supplemental schedule of assets (held at year end) as of December 31, 2009. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by John Hancock Life Insurance Company USA, the custodian of the Plan, except for comparing such information with the related information included in the financial statements and the supplemental schedule of assets (held at the end of year). We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the custodian as of December 31, 2009 and 2008 and for the year ended December 31, 2009, that the information provided to the plan administrator by the custodian is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule of assets (held at end of year) taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodian, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

MarcumRachlin

a division of Marcum LLP
Fort Lauderdale, Florida
September 17, 2010

MARCUMGROUP
MEMBER

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FLORIDA ▫ NEW YORK ▫ NEW JERSEY ▫ CONNECTICUT ▫ GRAND CAYMAN

WORDEN BROTHERS, INC. 401(k) PROFIT SHARING PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2009 AND 2008

	2009	2008
Assets		
Cash	$ 731	$ 20,965
Investments		
Participant-directed	3,441,166	2,583,962
Participants loans	111,061	121,797
Total Investments	3,552,227	2,705,759
Contribution Receivable		
Employer	25,000	25,058
Total Assets	3,577,958	2,751,782
Liabilities and Net Assets Available for Benefits		
Liabilities	--	--
Net Assets Available for Benefits	$ 3,577,958	$ 2,751,782

The accompanying notes are an integral part of these financial statements.

WORDEN BROTHERS, INC. 401(k) PROFIT SHARING PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2009

ADDITIONS	
Additions to Net Assets Attributed to:	
Investment income:	
Net appreciation in fair value of investments	$ 607,346
Interest and other income	7,148
Net Investment Income	614,494
Contributions	
Participant	184,929
Employer	87,140
Total Contributions	272,069
Total Additions	886,563
DEDUCTIONS	
Deductions from net assets attributed to:	
Benefits paid	33,404
Administrative expenses	26,983
Total Deductions	60,387
Net Increase	826,176
Net Assets Available for Benefits	
Beginning	2,751,782
Ending	$ 3,577,958

The accompanying notes are an integral part of these financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Worden Brothers, Inc. 401(k) Profit Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined contribution plan covering all eligible employees of Worden Brothers, Inc. (the Sponsor or the Company) as defined in the Plan document. Employees who have attained the age of 21 are eligible to become participants in the Plan after ninety days of continuous employment beginning from their date of hire. Employees must be employed on the last day of the year to be eligible for the profit sharing contribution. Employees may enroll either in January 1, April 1, July 1 or October 1, after attaining eligibility. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

CONTRIBUTIONS

Each year, participants may elect to make salary reduction contributions to the Plan of up to seventy-five percent (75%) of annual compensation as defined in the Plan document. Salary deferrals cannot exceed Internal Revenue Code (the Code) limitations. Participants may also contribute amounts representing distributions from other qualified plans.

The Sponsor contributes matching contributions based on a discretionary formula. For the year ended December 31, 2009, the Sponsor elected to make matching contributions equal to 50% of the employee's deferral, up to the first 6% of the employee's compensation, as defined in the Plan document. The Sponsor may also make additional discretionary profit sharing contributions. The Sponsor elected to make additional discretionary profit sharing contributions to the Plan amounting to approximately $25,000 for the year ended December 31, 2009.

INVESTMENT OPTIONS

Upon enrollment in the Plan, a participant may direct investments consisting of his or her employee contribution and rollovers plus actual earnings thereon in any of the investment options offered by the Plan. All investments are participant-directed.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's discretionary matching contribution (if any), (b) the Company's discretionary profit sharing contribution and (c) Plan investment earnings or losses. Allocations are based on the participant's elective contributions and account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

VESTING

Participants are immediately vested in their individual contributions to the Plan and earnings thereon. Company contributions and earnings thereon vest in accordance with the following schedule:

Years of Service	Vested Percentage
1	20%
2	40%
3	60%
4	80%
5	100%

PAYMENT OF BENEFITS

Upon termination of service due to retirement, disability, death, or termination of employment, a distribution of the vested account balance is permitted in a lump sum or installment payments to the participant or named beneficiary. Withdrawals under the Plan are allowed for hardship (as defined in the Code) or the attainment of age 59-1/2.

PARTICIPANT LOANS

The Plan allows participants to borrow against their vested balances (minimum loan of $1,000). The interest rate charged is based on local prevailing interest rates as determined by the Plan. The maximum amount available for loans is the lesser of 50% of the participant's vested account balance or $50,000, reduced by the highest outstanding loan balance during the prior 12-month period. Loan repayment periods are for a maximum of five years unless the loan is for the purchase of a primary residence, in which case a reasonable repayment period is determined at the time of the loan, not to exceed 15 years. Loans are secured by the participant's account balance and evidenced by a promissory note. Loan repayments are made through payroll deductions. Interest rates on outstanding loans range from 6.00% to 9.25%.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

FORFEITURES

Forfeitures of non-vested account balances are used to reduce the Sponsor's matching contributions. At December 31, 2009, there was $490 of available forfeitures, which will be used to reduce the Sponsor's future matching contributions. During the year ended December 31, 2009, $258 of forfeitures were used to reduce the sponsor's matching contributions.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The Plan's financial statements are prepared using the accrual basis of accounting.

USE OF ESTIMATES

The preparation of the financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

INVESTMENT VALUATION AND INCOME RECOGNITION

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 6 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Net appreciation includes the Plan's realized and unrealized gains and losses on investments bought and sold as well as held during the year.

PLAN EXPENSES

The Plan Sponsor absorbs some of the administrative expenses relating to the Plan, with the exception of recordkeeping fees and investment expenses. Investment expenses incurred by the funds are netted against the funds market valuation and are not separately identified.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

SUBSEQUENT EVENTS

During 2009, the Company adopted (ASC) 855 "Subsequent Events (formerly SFAS No. 165, Subsequent Events") which is effective for annual reporting periods ending after June 15, 2009. Accordingly, the Plan Administrator has evaluated subsequent events to determine if events or transactions occurring through September 17, 2010, which is the date the financial statements were available to be issued, require potential adjustment or disclosure in the financial statements.

NOTE 3 - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, The John Hancock Life Insurance Company USA, the custodian of the Plan's investment assets, has certified to the completeness and accuracy of all investments reflected on the accompanying statement of net assets available for benefits as of December 31, 2009 and 2008, the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2009, and the information reflected on the schedule of assets (held at end of year) as of December 31, 2009.

NOTE 4 - INVESTMENTS

The fair value of individual investments that represent 5% or more of the Plan's net assets is as follows:

	December 31	
	2009	2008
LS - Aggressive Fund	$ 856,948	$ 705,424
Money Market Fund	726,278	405,576
LS - Growth Fund	544,480	375,560
500 Index Fund	256,578	244,839
LS - Balanced Fund	277,144	180,665
Short-Term Federal Fund	*	138,301

* Less than 5%

NOTE 4 – INVESTMENTS (CONTINUED)

RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits. The Plan administrator, through its investment advisor, monitors the Plans' investments and the risks associated therewith on a regular basis, which the Plan administrator believes minimizes these risks.

NOTE 5 - RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds under a guaranteed investment contract managed by John Hancock Life Insurance Company USA. John Hancock Life Insurance Company USA is a custodian as defined by the Plan and, therefore these transactions qualify as party-in-interest transactions. Fees paid by the Plan to John Hancock Life Insurance Company USA for administrative expenses were $26,983 for the year ended December 31, 2009.

NOTE 6 - FAIR VALUE MEASUREMENTS

Accounting Standards Codification Topic 820 (ASC 820) *Fair Value Measurements and Disclosures* (formerly FASB Statement No. 157), establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

NOTE 6 - FAIR VALUE MEASUREMENTS (CONTINUED)

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value. Any difference between amortized cost and fair value would not be material to the financial statements.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2009 and 2008:

	As of December 31, 2009			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 3,441,166	$ --	$ --	$ 3,441,166
Participant loans	--	--	111,061	111,061
Total assets at fair value	$ 3,441,166	$ --	$ 111,061	$ 3,552,227

NOTE 6 - FAIR VALUE MEASUREMENTS (CONTINUED)

	As of December 31, 2008			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 2,583,962	$ --	$ --	$ 2,583,962
Participant loans	--	--	121,797	121,797
Total assets at fair value	$ 2,583,962	$ --	$ 121,797	$ 2,705,759

LEVEL 3 GAINS AND LOSSES

The table below sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended December 31, 2009.

	Participant Loans
Balance - Beginning of Year	$ 121,797
Purchases, Sales, Issuances and Settlements (Net)	(10,736)
Balance - End of Year	$ 111,061

Gains and losses (realized and unrealized) included in changes in net assets in the period above are reported in net appreciation in fair value of investments in the statement of changes in net assets available for benefits.

NOTE 7 - TAX STATUS

The Company adopted a non-standardized proto-type 401(k) plan which received a favorable opinion letter from the Internal Revenue Service (IRS) on November 27, 2001 which stated that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the opinion letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC. The Plan has not applied for its own determination letter.

NOTE 8 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 9 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	December 31	
	2009	2008
Net assets available for benefits per the financial statements	$ 3,577,958	$ 2,751,782
Less other liabilities included in Form 5500	490	19,874
Net assets available for benefits per the Form 5500	$ 3,577,468	$ 2,731,908

The following are reconciliations of changes in net assets per the financial statements to the Form 5500:

	2009
Total benefits paid to participants per the financial statements	$ 33,404
Less forfeitures from terminated participants from Form 5500	(19,384)
Total benefits paid to participants per the Form 5500	$ 14,020

WORDEN BROTHERS, INC. 401(k) PROFIT SHARING PLAN

REQUIRED SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2009

WORDEN BROTHERS, INC. 401(k) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2009

EIN 56-1706915
PLAN 001

	Identify of Issuer	Description	Current Value
(a)	(b)	(c)	(e)
	Investment contract with John Hancock Life Insurance Company, #64440:		
*	LS - Aggressive Fund	Pooled Account	$ 856,948
*	Money Market Fund	Pooled Account	726,278
*	LS - Growth Fund	Pooled Account	544,480
*	LS - Balanced Fund	Pooled Account	277,144
*	500 Index Fund	Pooled Account	256,578
*	Templeton Developing Markets Fund	Pooled Account	128,517
*	Short-Term Federal Fund	Pooled Account	110,303
*	T Rowe Price Science & Technology Fund	Pooled Account	64,706
*	AF AM Balanced Fund	Pooled Account	59,177
*	JH American Century Vista Fund	Pooled Account	44,937
*	Small Cap Growth Index	Pooled Account	34,008
*	Mutual Discovery Fund	Pooled Account	32,578
*	Mutual Beacon Fund	Pooled Account	30,616
*	David New York Venture Fund	Pooled Account	26,958
*	Blue Chip Growth Fund	Pooled Account	26,146
*	JH Lifecycle Fund - 2045 Portfolio	Pooled Account	24,983
*	Franklin Balanced Sheet Investment Fund	Pooled Account	21,854
*	Templeton World Fund	Pooled Account	21,579
*	High Yield Fund	Pooled Account	20,488
*	Mid Cap Stock Fund	Pooled Account	19,522
*	LS - Moderate Fund	Pooled Account	16,114
*	Excelsior Value & Restructuring Fund	Pooled Account	12,118
*	Domini Social Fund	Pooled Account	10,106
*	American Funds EuroPacific	Pooled Account	9,196
*	T Rowe Price Spectrum Income Fund	Pooled Account	9,183
*	Dreyfus Structured Mid Cap	Pooled Account	8,446
*	Total Return Fund	Pooled Account	7,603
*	Oppenheimer Global	Pooled Account	7,477
*	JH Lifecycle Fund - 2040 Portfolio	Pooled Account	5,530
*	International Opportunities Fund	Pooled Account	5,013
*	JH Lifecycle Fund - 2020 Portfolio	Pooled Account	4,581
*	Jennison Growth	Pooled Account	4,500
*	LS - Conservative Fund	Pooled Account	4,364
*	VS International Value Fund	Pooled Account	3,368
*	JH Lifecycle Fund - 2025 Portfolio	Pooled Account	1,699
*	Capital Appreciation Fund	Pooled Account	1,082
*	JH Lifecycle Fund - 2035 Portfolio	Pooled Account	1,081
*	JH Lifecycle Fund - 2010 Portfolio	Pooled Account	776
*	JH Lifecycle Fund - 2030 Portfolio	Pooled Account	558
*	VS Quantitative AC Fund	Pooled Account	512
*	Small Growth Fund	Pooled Account	43
*	Royce Opportunity Fund	Pooled Account	16
			3,441,166
*	Participant loans	6.00% to 9.25%	111,061
Total Investments			$ 3,552,227

* Party-in-interest as defined by ERISA

Schedule of Assets Held for Investment Purposes At End of Year
Schedule H, Line 4i

Employer: Worden Brothers, Inc.
EIN: 56-1706915
Plan No. 001

(a)	(b)	(c)	(d)	(e)
	Indentity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	LC 2010	Pooled Account		776
	LC 2020	Pooled Account		4581
	LC 2025	Pooled Account		1699
	LC 2030	Pooled Account		558
	LC 2035	Pooled Account		1081
	LC 2040	Pooled Account		5530
	LC 2045	Pooled Account		24983
	LS - Conservative Fund	Pooled Account		4364
	LS - Moderate Fund	Pooled Account		16114
	LS - Balanced Fund	Pooled Account		277144
	LS - Growth Fund	Pooled Account		544480
	LS - Aggressive Fund	Pooled Account		856948
	Short Term Government Fund	Pooled Account		110303
	Total Return Fund	Pooled Account		7603
	Spectrum I Fund	Pooled Account		9183
	High Yield Fund	Pooled Account		20488
	AF AM Balanced Fund	Pooled Account		59177
	NY Venture Fund	Pooled Account		26958
	Beacon Fund	Pooled Account		30616
	Balance Sheet Fund	Pooled Account		21854
	Discovery Fund	Pooled Account		32578
	Domini Social Fund	Pooled Account		10106
	Value & Restructuring Fund	Pooled Account		12118
	Jennison Growth Fund	Pooled Account		4500
	World Fund	Pooled Account		21579
	Structure Mid Cap Fund	Pooled Account		8446
	Global Fund	Pooled Account		7477
	Europac Fund	Pooled Account		9196
	Vista Fund	Pooled Account		44937
	Small Cap Growth Income Fund	Pooled Account		34008
	Opportunity Fund	Pooled Account		16
	Small Growth Fund	Pooled Account		43
	Developing Markets	Pooled Account		128517
	Science & Technology Fund	Pooled Account		64706

Schedule of Assets Held for Investment Purposes At End of Year
Schedule H, Line 4i

Employer: Worden Brothers, Inc.
EIN: 56-1706915
Plan No. 001

(a)	(b)	(c)	(d)	(e)
	Indentity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current Value
	Money Fund	Pooled Account		726278
	VS Capital Appreciation Fund	Pooled Account		1082
	500 Index Fund	Pooled Account		256578
	VS Blue Chip Fund	Pooled Account		26146
	Optimized All Cap Fund	Pooled Account		512
	VS International Value Fund	Pooled Account		3368
	VS Mid Cap Stock Fund	Pooled Account		19522
	VS International Opportunity Fund	Pooled Account		5013
	Participant Loans	variable maturity dates and interest rates		111061